



**K N Nagesha Rao** BCom, DSP, DEE, DBA, LLB, FCS, FCMA  
Practising Company Secretary

"Sumukha"  
22, 5<sup>th</sup> Cross, I Stage, Grihalaxmi  
Colony, Basaveshwaranagar,  
Bangalore 560079

① 9845050333; 08023234353  
✉ nageshknn@gmail.com

## Secretarial Compliance Report of **BEML Limited** for the year ended 31st March 2019

I K N Nagesha Rao, Practising Company Secretary have examined:

- all the documents and records made available to us and explanation provided by **BEML Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
  - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - other regulations as applicable and circulars/ guidelines issued thereunder;
- and based on the above examination, I hereby report that, during the Review Period:



"Sumukha"  
22, 5<sup>th</sup> Cross, I Stage, Grihalaxmi  
Colony, Basaveshwaranagar,  
Bangalore 560079

K N Nagesha Rao BCom, DSP, DEE, DBA, LLB, FCS, FCMA  
Practising Company Secretary

① 9845050333; 08023234353  
✉ nageshknn@gmail.com

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	As per Regulation 17 (1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations (LODR Regulations), the composition of board of directors of the listed entity shall have at least one woman director	During the Financial Year, the Company did not appoint, in the vacancy caused, a woman director in pursuance of LODR Regulations.	<b>Non compliance of Regulation 17(1)(a) of LODR Regulations.</b>
2	Being Listed entity and having a regular non-executive chairperson, the Company should have had independent directors of the size equivalent to at least half of the number of directors on the Board of Directors of the company.	the strength of Independent Directors was less than 50% of the total strength of the Board of Directors of the Company.	<b>Non compliance of Regulation 17(1)(b) of LODR Regulations.</b>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



**K N Nagesha Rao** BCom, DSP, DEE, DBA, LLB, FCS, FCMA  
Practising Company Secretary

"Sumukha"  
22, 5<sup>th</sup> Cross, I Stage, Grihalaxmi  
Colony, Basaveshwaranagar,  
Bangalore 560079

☎ 9845050333; 08023234353



nageshknn@gmail.com

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations remarks of the Practising Company Secretary, if any.
	National Stock Exchange of India Limited and BSE Ltd sent periodic notices during the financial year levying fine for non compliance of aforesaid Regulation 17(1)(b) of LODR Regulations, namely non-appointment of woman director and composition of Board of Directors. Requesting both the Stock Exchanges to exonerate the company from paying the penalty levied, BEML Limited informed both stock exchanges that the matter had been taken up with the Government of India and persistent follow-ups are being made for filling up the vacancies and that efforts are being made by the Government to fill up the vacancies.			

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not applicable				

**Note:**

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the year ended 31<sup>st</sup> Mar, 2021, the PCS shall provide a list of:

- all the observations in the report for the year ended 31<sup>st</sup> Mar, 2020 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31<sup>st</sup> Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Place: Bengaluru  
Date: 23<sup>rd</sup> May, 2019

K N Nagesha Rao  
Name of the Practising Company Secretary  
FCS 3000; C P No. 12861

**K N Nagesha Rao**  
Practising Company Secretary  
CP 12861